

BYLAWS
of the
ASSOCIATION OF BAY AREA GOVERNMENTS

As Amended March 22, 1980

PREAMBLE

The Association of Bay Area Governments is hereby created as an agency established by agreement among its members pursuant to the Joint Exercise of Powers Act. The Association is organized for the permanent establishment of a forum for discussion and study of metropolitan area problems of mutual interest and concern to the counties and cities of the San Francisco Bay Area and for development of policy and action recommendations.

ARTICLE I. FUNCTIONS

The functions of the Association shall include:

- A. Review of Governmental Proposals. The review of proposals for metropolitan area or regional governmental units or agencies, and the making of appropriate policy or action recommendations.
- B. Study of Metropolitan Area Problems. The identification and study of problems, functions and services in the San Francisco Bay Metropolitan Area, and the making of appropriate policy or action recommendations.
- C. Other Functions. Such other metropolitan or regional functions as the General Assembly shall deem appropriate for the Association.

ARTICLE II. DEFINITIONS

- A. Metropolitan Problem. A metropolitan problem is one that meets the following criteria:
 - 1. The geographic area in which the problem is evident must include at least a portion of each of the nine Bay Area counties, as enumerated in these Bylaws, and the solution of which evidently will not be achieved through conventional methods or through intercounty cooperation; and
 - 2. A solution is required by considerations of public health, safety or welfare.

ARTICLE II. DEFINITIONS (cont.)

B. Regional Problem. A regional problem is one that meets all the criteria for a metropolitan problem except that the geographic area includes less than a portion of each county considered to be within the metropolitan area as defined in these Bylaws.

C. Association. The Association, as used in these Bylaws, means the Association of Bay Area Governments as established by these Bylaws.

D. General Assembly. As used in these Bylaws, means a meeting of the official representatives of the members of the Association of Bay Area Governments.

E. Official Representative. As used in these Bylaws, means the mayor or member of the governing body of each member city and the chairperson of the board of supervisors or member of the governing body of each member county, or their duly designated alternates.

ARTICLE III. MEMBERSHIP AND MEETINGS

A. Membership.

1. All cities and all counties within the area of the counties of Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo, Santa Clara, Solano, and Sonoma are eligible for membership in the Association of Bay Area Governments. The mayor or member of the governing body of each member city and the chairperson of the board of supervisors or member of the governing body of each member county, or their respective alternates, shall represent such members on the General Assembly. Alternates shall be designated by the city councils or the boards of supervisors, and must be members of those bodies, except in the City and County of San Francisco. The mayor of the City of San Francisco may designate as alternate any officer of the City and County of San Francisco. This officer need not be an elected official of the City and County of San Francisco.
2. Each member county and city shall have one seat in the General Assembly. San Francisco shall be counted as both a city and county for purposes of membership. Each city incorporated within the nine Bay Area counties enumerated above after the formation of the Association shall automatically be entitled to membership, subject to the provisions of Subsection 3 of this Section A.

ARTICLE III. MEMBERSHIP AND MEETINGS (cont.)

3. Membership shall be contingent upon the execution of the Joint Powers Agreement and the payment by each county and city of each annual assessment and each annual membership fee.
4. Any county or city in the nine-county area, set forth in Subsection A. 1 of this Article III, may become a member after the initial formation of this Association, provided that all provisions of Article III are met by the jurisdiction seeking membership.

B. Meetings.

1. The annual meeting of the General Assembly shall be held prior to April 1. Other meetings of the General Assembly may be called by the Executive Board upon its own motion and shall be called by the Executive Board upon written request of 15 member cities and 3 member counties. Ten days written notice of any other meeting shall be given to the official representatives of each member county and city. An agenda specifying the subject of any other meeting shall accompany the notice.
2. The time, date, and location of the annual meeting of the General Assembly shall be determined by the Executive Board.
3. Notice of the annual meeting of the General Assembly shall be given to the official representative of each member county and city at least 30 days prior to the meeting. An agenda for the meeting shall accompany the notice.
4. The Executive Board shall meet at least four times each year. Additional meetings shall be held upon the call of the Chairperson or upon the call of five members of the Executive Board.
5. Other Association committees shall meet on the call of their chairpersons.

C. Cooperating Members.

1. Subject to the approval of the Executive Board, any governmental entity which is not eligible for membership under Article III, Section A., of these Bylaws, may elect to join the Association of Bay Area Governments as a Cooperating Member.

ARTICLE III. MEMBERSHIP AND MEETINGS (cont.)

2. Cooperating Members shall be entitled to attend all meetings of the General Assembly and of the Executive Board, but shall not be entitled to vote or participate in debate.
3. Cooperating Members shall be entitled to receive all reports, pamphlets, and other written materials of the Association on the same basis as regular members.
4. The Membership Assessment of Cooperating Members shall be \$150 per year for an agency with an annual operating budget of \$2 million or less, and \$300 per year for an agency with an annual operating budget which exceeds \$2 million, as reported by the most recent Annual Report of the State Controller for special districts, school districts, or irrigation districts, or the most recently adopted or revised budget of other agencies.

ARTICLE IV. GENERAL ASSEMBLY

The powers and functions of the General Assembly shall include:

- A. The making of policy decisions and the determination of policy matters for the Association.
- B. Any official representative may at any meeting of the General Assembly propose a subject or subjects for study by the Association. The General Assembly may take action upon such proposals and, if requested by any official representative, determine whether a study will be made of the subject or subjects so proposed or may refer such subject or subjects to the Executive Board.
- C. Any official representative may at any meeting of the General Assembly request review by the General Assembly of any action of the Executive Board which has been taken between meetings of the General Assembly.
- D. The budgetary duties and responsibilities set forth in Article IX.

ARTICLE V. EXECUTIVE BOARD

- A. Executive Board. There shall be an Executive Board of the Association which shall be organized and shall be responsible for functions as hereinafter set forth:

ARTICLE V. EXECUTIVE BOARD (cont.)

1. Voting Membership. The voting membership of the Executive Board shall consist of 38 members, selected as follows:

- a. Alameda County. Two official representatives of the county to be appointed by the Board of Supervisors; two official representatives of member cities within the county to be appointed by the mayors of member cities meeting in conference, and three official representatives to be appointed by the City Council of the City of Oakland.

- b. Contra Costa County. Two official representatives of the county to be appointed by the Board of Supervisors; two official representatives of member cities within the county to be appointed by the mayors of member cities meeting in conference.

- c. Marin County. One official representative of the county to be appointed by the Board of Supervisors; and one official representative of member cities within the county to be appointed by the mayors of member cities meeting in conference.

- d. Napa County. One official representative of the county to be appointed by the Board of Supervisors; and one official representative of member cities within the county to be appointed by the mayors of member cities meeting in conference.

- e. San Francisco City and County. The Mayor and one other elective or appointive officer of the City and County appointed by the Mayor; two official representatives of the City and County appointed by the Board of Supervisors, and a fifth official representative to be appointed alternately by the Mayor and the Board of Supervisors, with the first such appointment to be made by the Mayor or the Board of Supervisors as determined by lot.

ARTICLE V. EXECUTIVE BOARD (cont.)

f. San Mateo County. Two official representatives of the county to be appointed by the Board of Supervisors; two official representatives of member cities within the county to be appointed by the mayors of member cities meeting in conference.

g. Santa Clara County. Two official representatives of the county to be appointed by the Board of Supervisors; two official representatives of member cities within the county to be appointed by the mayors of member cities meeting in conference, and three official representatives to be appointed by the City Council of the City of San Jose.

h. Solano County. One official representative of the county to be appointed by the Board of Supervisors; and one official representative of member cities within the county to be appointed by the mayors of member cities meeting in conference.

i. Sonoma County. One official representative of the county to be appointed by the Board of Supervisors; and one official representative of member cities within the county to be appointed by the mayors of member cities meeting in conference.

j. President, Vice President and Immediate Past President. The President, Vice President and Immediate Past President of the Association shall be ex-officio voting members of the Executive Board.

k. Alternates. An alternate may be appointed for each voting member of the Executive Board by the appointing authority. Appointments of alternates shall be made in the same manner and for the same term as members.

2. Advisory Membership. The Association shall maintain effective communication and coordination with agencies of the State of California and the United States of America. To that end, the Executive Board shall invite, following nomination by the Association's President, such representatives of state and federal governments as it deems appropriate and desirable as advisory, non-voting members of the Executive Board. Such members shall serve at the pleasure of the Executive Board.

ARTICLE V. EXECUTIVE BOARD (cont.)

3. Terms of Office. Executive Board members, other than the President or the Vice President of the Association and the advisory members, shall serve for terms of two years. Appointments to the Executive Board shall become effective biennially on July 1. Appointments to the Executive Board pursuant to the provisions of this Article as amended October 13, 1967 shall become effective on December 31, 1967, at which time the Executive Board shall hold an organizational meeting. The terms of approximately one-half of such members of the reorganized Executive Board shall expire on July 1, 1969, and the terms of the other members so appointed shall expire on July 1, 1970.
4. Staggered Terms. The terms of the members of the Executive Board, other than the President or the Vice President, shall be staggered so that the terms of approximately one-half of the members shall expire each year. The terms of the members of the Executive Board representing the cities in the counties of Alameda, Marin, Napa, San Francisco (mayor and representative), and Santa Clara, and the county representatives from the counties of Contra Costa, San Mateo, Solano, and Sonoma shall expire in the even-numbered years; the terms of the members of the Executive Board from the cities in the counties of Contra Costa, San Mateo, Solano, and Sonoma, and the county representatives from the counties of Alameda, Marin, Napa, San Francisco (representatives of Board of Supervisors), and Santa Clara shall expire in the odd-numbered years.
5. Officers. The President and the Vice President of the Association shall be Chairperson and Vice Chairperson, respectively, of the Executive Board.
6. Duties.
 - a. The Executive Board shall have the budgetary duties and responsibilities set forth in Article IX.
 - b. The Executive Board shall submit a full report of its activities at the General Assembly's annual meeting.
 - c. The Executive Board shall have the authority to appoint, fix the salary of, and remove an Executive Director of the Association and shall have the authority to create and discontinue positions in the office of the Executive Director and fix salaries.

EXECUTIVE BOARD (cont.)

d. Recommendations from committees for policy decisions shall be made to the Executive Board. The Executive Board shall submit such recommendations with its comments and recommendations to the General Assembly for action.

e. The Executive Board shall be responsible for carrying out policy decisions made by the General Assembly.

7. Per Diem. Each voting member of the Executive Board, or of a standing and/or joint committee, and, where expressly designated by the Executive Board, individuals participating in special committees, task forces or other meetings, shall receive a per diem for meetings attended. The per diem for each member shall not exceed four meetings a month.

The per diem shall be computed as follows: If the distance between the member's home and the place of the meeting, by the most travelled route, is 40 miles or less, the per diem shall be Thirty-five Dollars (\$35.00); if that distance is over 40 miles, the per diem shall be Forty-five Dollars (\$45.00) per meeting.

ARTICLE VI. VOTING

A. Voting in the General Assembly shall be conducted in the following manner:

1. A quorum of the General Assembly shall consist of a majority of the official city representatives and a majority of the official county representatives.
2. Each official county representative and each official city representative shall have one vote. Votes shall be tabulated separately for county representatives and for city representatives. The affirmative votes of a majority of a quorum of county representatives and of a majority of a quorum of city representatives are required for policy recommendations or action.

B. Voting in General Assembly meetings may be either by voice or roll call vote. A roll call vote shall be conducted upon the demand of five official representatives present, or at the discretion of the presiding officer.

ARTICLE VI. VOTING (cont.)

C. Voting in the Executive Board shall be conducted in the following manner:

1. A majority of the voting members of the Executive Board shall constitute a quorum.
2. The affirmative votes of a majority of the quorum are required for action by the Executive Board with the exception set out below.
3. In order to recommend the annual budget to the General Assembly, the affirmative vote of not less than a majority of the Executive Board membership is required.
4. In order to appoint or remove the Executive Director, the affirmative vote of not less than a majority of the Executive Board membership is required.

D. All other committees of the Association may act upon the affirmative vote of a majority of the committee members present.

ARTICLE VII. OFFICERS, ELECTIONS AND VACANCIES

A. Officers of the Association shall be:

1. The President and Vice President elected biennially. Nominations for the offices of the President and Vice President shall be by petition of at least fifteen (15) mayors, councilmembers or supervisors.
2. An Executive Director and a Legal Counsel to be appointed by and serve at the pleasure of the Executive Board. The Executive Director shall also serve as Secretary-Treasurer of the Association and of the Executive Board.

B. The President and Vice President of the Association shall be elected by secret ballot of supervisors, mayors and city councilmembers of member jurisdictions. The term of office of the President and Vice President shall be for two years effective January 1, 1980. A plurality vote shall be required for election to any office. All other election rules and procedures shall be determined by the Executive Board, provided that these rules and procedures must be disseminated to all member jurisdictions at least thirty (30) days prior to the date determined and designated for counting of secret ballots. If, at the close of nominations, only one candidate is nominated for President or for Vice President, the election rules and procedures may waive the ballot requirement and provide, instead, that the nominee be declared elected to that office.

ARTICLE VII. OFFICERS, ELECTIONS AND VACANCIES (cont.)

C. The President and Vice President may be either a mayor or city councilmember of a member city, or a supervisor of a member county of the Association, or any other qualified elector residing within a member jurisdiction. The President and Vice President shall serve as President and Vice President of the General Assembly, and shall serve ex-officio as Chairperson and Vice Chairperson, respectively, of the Executive Board.

D. In the event that the President is disabled or for any other reason unable to act, the Vice President shall act in place and perform the duties of President until return or recovery from disability. In the event of a vacancy in the office of President, the Vice President shall serve as President for the unexpired portion of the President's term, and the Executive Board shall fill the office of Vice President by appointment for the unexpired portion of the Vice President's term. In the event of a vacancy in the office of Vice President, the Executive Board shall fill the office of Vice President by appointment for the unexpired portion of the Vice President's term.

E. A newly elected President and Vice President shall take office on January 1 of the year following certification of the election results.

F. The President, subject to the advice and consent of the Executive Board, shall appoint advisory committees; and determine the committees' structure, charge, size, and membership. Advisory committees may be established to consider any matter within the jurisdiction of the Association. Advisory committees shall operate according to policies adopted by the Executive Board, and shall submit their reports and recommendations to the Executive Board.

G. Each person who is an official representative shall cease to be such immediately upon ceasing for any reason to be the mayor or member of the legislative body of a member city or chairperson of the Board of Supervisors or a member of the legislative body of a member county. Any alternate shall immediately be disqualified and cease to be such alternate upon his ceasing to be a member of the legislative body of the member county or city which so designated the alternate.

H. In the event that any county or city member of the Executive Board shall for any reason cease to be a member of the governing body of the county or city, the vacancy thereby created on the Executive Board shall be filled for the unexpired term in the same manner as the original appointment is made.

ARTICLE VIII. EXECUTIVE DIRECTOR

The Executive Director shall be the Chief Administrative Officer of the Association. The powers and duties of the Executive Director are:

- A. To appoint and remove all employees of the Association.
- B. To perform the budgetary duties and responsibilities set forth in Article IX.
- C. To serve as Secretary-Treasurer of the Association and of the Executive Board.
- D. To perform such other and additional duties as the Executive Board may require.

ARTICLE IX. FINANCES

A. Fiscal Year. The fiscal year of the Association shall commence on July 1.

B. Budget.

1. At least forty-five (45) days prior to the annual meeting of the General Assembly the Executive Director shall submit to the Executive Board, for the next fiscal year of the Association, a proposed general budget and summary work program. The proposed general budget shall include annual membership fee and assessment schedules and a summary of revenue and expenditures, actual or projected, for the preceding, current, and next fiscal years.

2. The Executive Board shall review the proposed general budget and summary work program, amend them as necessary, and submit them to the General Assembly for review and adoption at the annual meeting of the Assembly.

3. The Executive Board shall adopt a detailed budget and work program on or before July 1 of each year, and thereafter monitor their execution and amend them as necessary. The work program shall give effect to any priorities set forth in the general budget and summary work program, unless financially infeasible.

4. The Executive Director shall manage all expenditures, subject to control of the Executive Board. The Executive Board shall have power to transfer funds within the total detailed budget to meet unanticipated needs or changed situations. Such action shall be reported to the General Assembly at its next meeting.

ARTICLE IX. FINANCES (cont.)

C. Yearly Membership Assessment. The amount of each member's assessment shall be determined in accordance with the formula set out in Paragraph D following. Any member city or county whose annual assessment and annual membership fee has not been paid by the time of the annual meeting shall not be entitled to vote at such meeting.

D. Method of Assessment. The annual assessment for members of the Association shall be based upon population as determined by the State Controller in making the most recent allocation to counties and cities pursuant to the Motor Vehicle License Fee Law.

1. Each county's assessment shall be a proportionate share of the counties' part of the budget total, determined by the ratio of the individual county's population to the total population of all member counties. Each city's assessment shall be a proportionate share of the cities' part of the budget total determined by the ratio of the individual city's population to the total population of all member cities. These amounts shall be expressed both on a per capita basis and a dollar amount of the total approved Association budget for each fiscal year.
2. For purposes of assessment San Francisco shall be considered as both a city and a county.

E. Annual Audit. The Executive Board shall cause an annual audit of the financial affairs of the Association to be made by a certified public accountant at the end of each fiscal year. The Executive Board shall employ a certified public accountant of its choosing. The audit report shall be made available to Association member counties and cities.

F. Annual Membership Fee. Each year upon the adoption of the annual budget, the General Assembly shall fix the annual membership fee for all members of the Association. The membership fee shall be uniform for all members of the Association and shall not be less than \$10.00 per month or \$120.00 per year.

ARTICLE X. STATUTORY AUTHORITY

The Association of Bay Area Governments shall be an agency established by a joint powers agreement among the members pursuant to Title 1, Division 7, Chapter 5, of the Government Code of the State of California.

ARTICLE XI. WITHDRAWAL

Any member county or city may, at any time up to 30 days prior to the beginning of the Association's fiscal year, withdraw from the Association effective the next fiscal year; provided that the intent to withdraw must be stated in the form of a resolution executed by the legislative body of the jurisdiction wishing to withdraw. The resolution must be given to the Executive Director at least 30 days prior to the effective date of the withdrawal.

ARTICLE XII. AMENDMENTS

Amendments to these Bylaws may be proposed by an official representative or by the Executive Board. If proposed by an official representative, the amendment shall be submitted to the Executive Board at least 45 days prior to an annual meeting of the General Assembly. Each proposed amendment shall be considered by the Executive Board and a copy thereof, with the recommendations of the Executive Board and its reasons therefor, forwarded to the official representative of each member jurisdiction at least 30 days prior to the meeting at which such proposed amendment will be voted upon.

A majority vote of the county representatives present and a majority vote of the city representatives present are required to adopt an amendment to these Bylaws. If within 60 days after the adoption of any amendment, one-third or more of the official representatives protest such amendment, it shall automatically be up for reconsideration and vote as in the first instance.

ARTICLE XIII. EFFECTIVE DATE

These Bylaws shall go into effect immediately upon the effective date of the Agreement.

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